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*[Signature]*  
~~10/28/15~~  
11/3/15

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: WAREHOUSE GOODS LLC**

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Aaron LoCascio

Name of Person

Jacoby & Co., Inc.

Firm/Company

6501 Park of Commerce Boulevard, Suite 200

Address

Boca Raton, Florida 33487

City/State and Zip Code

aaron@vapeworld.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christine Berti

212

326-0243

Name of Contact Person

at ( )

Area Code

Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☐ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee. Certificate  
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS  
IN FLORIDA**

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. WAREHOUSE GOODS LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_

(FEI number, if applicable)

4. Upon filing

(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. c/o Jacoby & Co., Inc. 6501 Park of Commerce Blvd., Suite 200

Boca Raton, Florida 33487

(Street Address of Principal Office)

6. c/o Jacoby & Co., Inc. 6501 Park of Commerce Blvd., Suite 200

Boca Raton, Florida 33487

(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Aaron LoCascio

Office Address: 6501 Park of Commerce Blvd., Suite 200

Boca Raton

(City)

, Florida 33487

(Zip code)

Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Jacoby & Co., Inc.

By: 

(Registered agent's signature)

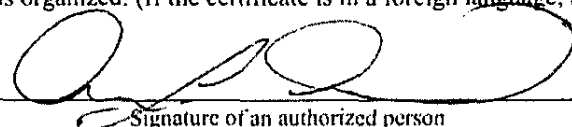
8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Adam Schoenfeld, Co-President and Aaron LoCascio, Co-President

of Jacoby & Co., Inc., the Managing Member of Jacoby Holdings LLC, the Sole Member

c/o Jacoby & Co., Inc. 6501 Park of Commerce Blvd., Suite 200, Boca Raton, Florida 33487

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

  
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Aaron LoCascio

Typed or printed name of signee

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15 OCT 28 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WAREHOUSE GOODS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WAREHOUSE GOODS LLC" WAS FORMED ON THE FIRST DAY OF SEPTEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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15 OCT 28 AM 11:36  
SECRETARY OF STATE  
DELAWARE



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SR# 20150680264

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State

Authentication: 10316245

Date: 10-28-15